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Grand Trunk Western Railroad - Central Vermont Railway - Duluth, Winnipeg & Pacific Railroad

RECORDATION NO. 16937-C

SEP 23 1992

September 21, 1992

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Ave., N.W.
Washington, D.C. 20423

\$16.00 Filing Fee

Dear Secretary:

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of Partial Termination of Lease, dated as of September 10, 1992, terminating a lease as to four locomotives, leased pursuant to a lease dated as of April 13, 1990, which lease was filed with the ICC on July 19, 1990, and assigned Recordation No. 16937.

The parties to this present Partial Termination of Lease are:

Lessee: Grand Trunk Western R.R. Co.
1333 Brewery Park Boulevard
Detroit, MI 48207-2699

Lessor: Helm Locomotive Leasing
One Embarcadero Center
San Francisco, CA 94111

The equipment to which this partial termination of lease applies is 4 SD 40-2 locomotives, numbered GT 5930, 5933, 5936 and 5937.

ENTER IN INDEX - "RELEASE OF GT 5930, 5933, 5936 + 5937."

Enclosed is our check No. 1240 in the amount of \$16.00.

this one is
16937-C

Counterparts - J. J. Hanning

SEP 23 1992

ICC

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Please accept one counterpart of this document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the person presenting this matter for filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy
Corporate Attorney
Grand Trunk Western R.R. Co.

MPS:val
Enclosure

ICC.DOC

SEP 23 1992

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, is made as of September 10, 1992 by HELM LOCOMOTIVE LEASING, a joint venture of Domestic Three Leasing Corporation and Helm Equipment Leasing Corporation ("Helm").

1. **Recitals:** Helm entered into a Lease of Railroad Equipment dated as of April 13, 1990, as amended (the "Lease"), with Grand Trunk Western Railroad Company with respect to certain locomotives described in Exhibit A attached hereto (the "Unit(s)"). The Lease was filed at the Interstate Commerce Commission ("ICC") under Recordation Number 16937 filed on July 19, 1990.


Helm wishes to terminate the Lease for the Units.

2. **Termination of Interest.** Helm's interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Helm's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on Helm's interest in and lien on any collateral other than the Units and said interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, Helm, pursuant to due authority, has executed this Partial Termination of Lease as of the date first written above.

HELM LOCOMOTIVE LEASING

By: 

Title: Executive Vice President
Helm Equipment Leasing Corporation,
its Joint Venturer

Date: September 10, 1992

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 10th day of September, 1992, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of **HELM EQUIPMENT LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

La Ronda A. Gaines

Notary Public

My Commission Expires: June 9, 1995

[Notarial Seal]

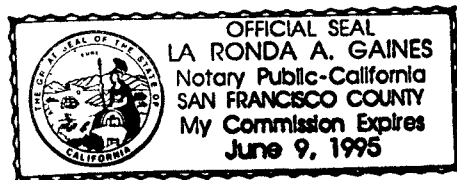


EXHIBIT A

<u>Equipment Description</u>	<u>Unit Numbers</u>
Four (4), GM SD40-2, 3000 Horsepower, diesel electric locomotives	GT 5930 GT 5933 GT 5936 GT 5937